

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
DELPHI CORPORATION, *et al.*, : Chapter 11
Debtors. : Case No. 05-44481 (RDD)
: Jointly Administered
:-----x

**CONSENT ORDER WITHDRAWING ORDER TO SHOW
CAUSE ISSUED AGAINST PROTO MANUFACTURING, INC.**

This Court having entered an Order to Show Cause dated December 15, 2005 (the “Show Cause Order”), upon the motion of Delphi Corporation, *et al.* (the “Debtors”), directing Proto Manufacturing, Inc. (the “Supplier”) to show cause at a hearing to be held on January 5, 2006 why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Debtors and Supplier absent payment of \$332,951.80 (the “Transfer”) on account of pre-petition goods sold by Supplier to the Debtors, and the Debtors having wired the Transfer to Supplier on November 4, 2005, and Supplier and the Debtors having settled the issues raised by the Show Cause Order, and the parties having agreed, *inter alia*, that Supplier will: (i) apply the amount of the Transfer as a credit towards post-petition obligations of the Debtors to Supplier; and (ii) be permitted to file an unsecured claim in the Debtors’ bankruptcy cases in the amount of the Transfer (the “Agreement”); it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the parties' Agreement as set forth herein; and it is further

ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:

January 3, 2006

January 3, 2006

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil Berger
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PROTO MANUFACTURING, INC.
By its attorneys,
STAMPER, RUBENS, STOCKER &
SMITH, P.S.
By:

/s/ Michael K. Staub
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